

MAY 10 '11 -3 09 PM

**LAW OFFICES OF  
LOUIS E. GITOMER****SURFACE TRANSPORTATION BOARD**LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NETTHE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
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May 10, 2011

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of May 10, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Lessee:

Unimin Corporation  
258 Elm Street  
New Canaan, CT 06840

A description of the equipment covered by the Memorandum of Lease Agreement consists of 100 rail cars numbered WW 9001-9100, inclusive.

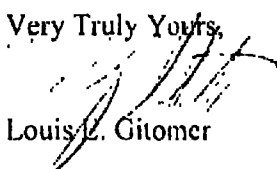
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

Ms. Cynthia T. Brown  
May 10, 2011  
Page 2

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Unimin Corporation, 258 Elm Street, New Canaan, CT 06840, covering 100 rail cars numbered WW 9001-9100, inclusive.

Very Truly Yours,



Louis L. Gitomer

Enclosure

MAY 10 '11 -3 09 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

dated as of May 10, 2011

between

UNIMIN CORPORATION,  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on May \_\_\_\_, 2011 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 10, 2011, by and between UNIMIN CORPORATION ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement No. 22423-90000 dated as of April 28, 2011, and Schedule No. 001 thereto and incorporating the terms thereof, dated as of May 10, 2011 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

**BANC OF AMERICA LEASING & CAPITAL, LLC**

By: Patricia Smith-Disu  
Name: Patricia Smith-Disu  
Title: Vice President

**UNIMIN CORPORATION**

By: Luke C. Anderson  
Name: Luke C. Anderson  
Title: Senior Vice President, Finance & Treasurer, Chief Financial Officer

STATE OF Rhode Island )  
 ) ss.  
COUNTY OF Providence )

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of April, 2011, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith Dine, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Antelia B. Wilson

Notary Public

My commission expires: 10/20/2012.

ANTELIA B. WILSON  
NOTARY PUBLIC  
STATE OF RHODE ISLAND  
MY COMMISSION EXPIRES OCT. 20, 2012

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

)  
) ss. *New Haven*  
)

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of April, 2011, before me, the undersigned, a Notary Public of the State of Connecticut, personally appeared LUKE C. ANDERSON, who acknowledged himself to be the Senior Vice President, Finance & Treasurer, Chief Financial Officer of UNIMIN CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Senior Vice President, Finance & Treasurer, Chief Financial Officer of said company by signing the name of the company by himself as the Senior Vice President, Finance & Treasurer, Chief Financial Officer.

AS WITNESS my hand and notarial seal.

*Brenda L. Choyce*  
Notary Public

**BRENDA L. CHOYCE**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MAR. 31, 2015

My commission expires: \_\_\_\_\_

EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT  
DESCRIPTION OF RAILCARS

<u>Asset Mark</u>	<u>Unit Type</u>
WW9001 through WW9100, inclusive	3258 c.f. Center Flow Covered Hopper Cars